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ANNUAL AUDITED REPORT FORM X-17A-5 PART III

FACING PAGE Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	01/01/09	AND ENDING	12/31/09	
REPORT FOR THE PERIOD BEGINNING	MM/DD/YY		MM/DD/YY	
A. REGI	STRANT IDENTIFIC	CATION	-	
NAME OF BROKER-DEALER: GS Capita	al Management, LLC		OFFICIAL USE ONLY	
ADDRESS OF PRINCIPAL PLACE OF BUSIN	NESS: (Do not use P.O. B	ox No.)	FIRM I.D. NO.	
1100	Peachtree Street, NE, S	uite 1480		
	(No. and Street)			
Atlanta	Georgia	30	309	
(City)	(State)	(Zi _l	Code)	
NAME AND TELEPHONE NUMBER OF PER Craig F. Magher	SON TO CONTACT IN F	REGARD TO THIS REPO 404-233-4	PRT 1429	
		(<i>A</i>	Area Code – Telephone Number	
B. ACCO	UNTANT IDENTIFI	CATION		
INDEPENDENT PUBLIC ACCOUNTANT wh	ose opinion is contained in	n this Report*		
INDEFENDENT FOREIG ACCOUNTAIN	Windham Brannon,			
(1)	Name – if individual, state last, j	îrst, middle name)		
1355 Peachtree Street, NE, Suite 200	Atlanta	Georgia	30309	
(Address)	(City)	(State)	(Zip Code)	
CHECK ONE:				
☑ Certified Public Accountant		•		
☐ Public Accountant				
☐ Accountant not resident in Unite	d States or any of its posse	essions.		
	OR OFFICIAL USE O	NLY		

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

OATH OR AFFIRMATION

I, Craig F. Magher	, swear (or affirm) that, to the best of
my knowledge and belief the accompanying GS Capital Management, LLC	financial statement and supporting schedules pertaining to the firm of
of December 31	, 20 ⁰⁹ , are true and correct. I further swear (or affirm) that
neither the company nor any partner, propr	ietor, principal officer or director has any proprietary interest in any account
classified solely as that of a customer, excep	
ABETH D. LANGE OF THE STREET O	Cuy Maghin Signature MANAGING PARTNER
COUNTY, SANTAN Notary Public	Title
This report ** contains (check all applicabl	e boxes):
(a) Facing Page.	
☑ (b) Statement of Financial Condition.☑ (c) Statement of Income (Loss).	
(d) Statement of Changes in Financial	Condition.
(e) Statement of Changes in Stockhold	lers' Equity or Partners' or Sole Proprietors' Capital.
(f) Statement of Changes in Liabilities	Subordinated to Claims of Creditors.
(g) Computation of Net Capital.	Decree Decree and Decree at the Dule 1502 3
(h) Computation for Determination of	Reserve Requirements Pursuant to Rule 15c3-3. sion or Control Requirements Under Rule 15c3-3.
☑ (i) Information Relating to the Posses☑ (i) A Reconciliation, including approp	riate explanation of the Computation of Net Capital Under Rule 15c3-1 and the
Computation for Determination of	the Reserve Requirements Under Exhibit A of Rule 15c3-3.
(k) A Reconciliation between the audi	ted and unaudited Statements of Financial Condition with respect to methods of
consolidation.	
✓ (l) An Oath or Affirmation.✓ (m) A copy of the SIPC Supplemental	Report
(m) A copy of the SIPC Supplemental (n) A report describing any material ina	dequacies found to exist or found to have existed since the date of the previous audit.
**For conditions of confidential treatment	of certain portions of this filing, see section 240.17a-5(e)(3).

FINANCIAL STATEMENTS WITH SUPPLEMENTARY DATA December 31, 2009

FINANCIAL STATEMENTS December 31, 2009

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1355 Peachtree Street NE, Suite 200 Atlanta, GA 30309-3230 404.898.2000 fax 404.898.2010 www.windhambrannon.com

INDEPENDENT AUDITOR'S REPORT

To The Members GS Capital Management, LLC

We have audited the accompanying statement of financial condition of **GS Capital Management**, **LLC** (a Georgia limited liability company) (the "Company") as of December 31, 2009, and the related statements of income, changes in members' equity, and cash flows for the year then ended, that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of GS Capital Management, LLC as of December 31, 2009, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States.

Certified Public Accountants

Windlam Brannum, P.C.

February 18, 2010

STATEMENT OF FINANCIAL CONDITION December 31, 2009

<u>ASSETS</u>		
CURRENT ASSETS: Cash	\$	42,023
OTHER ASSETS		317
Total Assets	\$	42,340
LIABILITIES AND MEMBERS' EQUITY		
CURRENT LIABILITIES: Accounts payable and accrued expenses Payable to affiliate	\$	7,500 2,622
Total Current Liabilities	<u></u>	10,122
MEMBERS' EQUITY	<u> </u>	32,218
Total Liabilities and Members' Equity	\$	42,340

STATEMENT OF INCOME For the Year Ended December 31, 2009

REVENUES: Commission revenue	\$ 500,329
OPERATING EXPENSES:	
Expense sharing with affiliate	32,111
Employee expenses	1,159
Professional fees	25,561
Licenses and fees	2,142
Miscellaneous expense	100
Total Operating Expenses	61,073
NET INCOME	\$ 439,256

STATEMENT OF CHANGES IN MEMBERS' EQUITY For the Year Ended December 31, 2009

	N	Iembers' <u>Equity</u>
BALANCE, December 31, 2008	\$	28,562
Member distributions		(435,600)
Net income		439,256
BALANCE, December 31, 2009	<u>\$</u>	32,218

STATEMENT OF CASH FLOWS For the Year Ended December 31, 2009

CASH FLOWS FROM OPERATING ACTIVITIES: Net income Adjustment to reconcile net income to net cash provided by operating activities:	\$	439,256
Changes in: Other assets		75
Payable to related party		3
Accounts payable and accrued expenses		419
Accounts payable and accraca expenses		
Net Cash Provided By Operating Activities		439,753
CASH FLOWS FROM FINANCING ACTIVITIES:		
Distributions to members		(435,600)
Net Cash Used In Financing Activities		(435,600)
NET DECREASE IN CASH		4,153
CASH, BEGINNING OF YEAR		37,870
CASH, END OF YEAR	<u>\$</u>	42,023
SUPPLEMENTAL CASH FLOW DISCLOSURES		
INTEREST AND INCOME TAXES PAID	\$	-

NOTES TO FINANCIAL STATEMENTS December 31, 2009

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

GS Capital Management, LLC (the "Company") was formed in 2002 as a Georgia limited liability company. The Company is an introducing broker registered with the Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority (FINRA) and Securities Investor Protection Corporation (SIPC).

The Company's sole source of revenue is commissions earned from alternative investment vehicles, principally private investment fund partnerships (the "funds"). These commissions are generally based on a contractual percentage of fees earned by the funds from which the investors introduced to the funds by the Company; such fees in turn are generally based on a percentage of the investors' investments in the funds. The Company operates a single office in Atlanta, Georgia.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

Cash represents withdrawable deposits in banks located in Georgia. From time to time, balances may exceed federally insured amounts.

Commissions Receivable and Allowance for Doubtful Accounts

Commissions receivable are unsecured and are generally due to the Company within a specified number of days after the private investment fund partnerships receive the fees from the investors in these funds. The Company performs on-going credit evaluations of its clients and maintains an allowance for doubtful accounts when considered necessary. There were no commissions receivable at December 31, 2009.

NOTES TO FINANCIAL STATEMENTS December 31, 2009

Revenue and Expense Recognition

Commission revenue is received periodically but is recognized as earned on a pro rata basis over the terms of the contracts with the funds. During 2009, all revenues were comprised of one account. In 2010, all revenues are expected to be comprised of one account.

Income Taxes

The Company is a limited liability company and, as such, its earnings and income taxes flow through directly to the members. Differences exist in the book and tax basis of assets and liabilities, primarily related to differences in revenue recognition policies for financial reporting and for tax purposes.

The Financial Accounting Standards Board has issued an interpretation which clarifies generally accepted accounting principles relating to uncertain tax positions. The Company has adopted the provisions accounting for uncertain tax positions as of January 1, 2009. As of and for the year ended December 31, 2009, the Company did not identify any uncertain tax positions that require adjustment to or disclosure in the accompanying financial statements. For financial statements covering periods prior to 2009, the Company evaluated uncertain tax positions in accordance with existing U.S. generally accepted accounting principles.

Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through the date of issuance.

2. RELATED PARTY TRANSACTIONS

The Company has an expense sharing arrangement with a company who is affiliated through common ownership whereby the Company receives use of office space, computers, as equipment and other support, and is allocated a percentage of expenses that relate to operation of the Company. In 2009, the Company paid \$32,111 to the affiliate under the arrangement, of which \$2,622 was payable at December 31, 2009.

3. SIMPLIFIED EMPLOYEE PENSION PLAN

The Company has adopted a Simplified Employee Pension Plan that covers substantially all employees. The Company funds 100% of contributions for its employees while the member contributions are funded through distributions from their capital accounts. There were no contributions to employees in 2009.

NOTES TO FINANCIAL STATEMENTS December 31, 2009

4. NET CAPITAL REQUIREMENTS

The Company is subject to the Securities and Exchange Commission's Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital (as these terms are defined in the Rule) shall not exceed 15 to one. Net capital and the net capital ratio fluctuate on a daily basis. At December 31, 2009, the ratio of aggregate indebtedness to net capital was .32 to one, and net capital was \$31,901 which was \$26,901 more than required.

1355 Peachtree Street NE, Suite 200 Atlanta, GA 30309-3230 404.898.2000 fax 404.898.2010 www.windhambrannon.com

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY DATA

To The Members GS Capital Management, LLC

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The computation of net capital, reconciliation of members' equity, reconciliation of net capital, computation of aggregate indebtedness, and information related to Rule 15c3-3 matters are presented for purposes of additional analysis and are not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Windlam Brennun, P.C.

Certified Public Accountants

February 18, 2010

SUPPLEMENTARY DATA December 31, 2009

Determoe: 01, 2007		
COMPUTATION OF NET CAPITAL		
Members' equity, December 31, 2009	\$	32,218
Less non-allowable assets		317
Net Capital	\$	31,901
RECONCILIATION OF MEMBERS' EQUITY		
Members' equity, Form 17A-5, Part IIA	\$	32,218
Audited financial statement adjustments		
Members' Equity per Audited Financial Statements	\$	32,218
RECONCILIATION OF NET CAPITAL		
Net capital, Form 17A-5, Part IIA	\$	31,901
Audited financial statement adjustments to non-allowable assets	-	
Net Capital Per Audited Financial Statements	\$	31,901
COMPUTATION OF AGGREGATE INDEBTEDNESS AS DEFINED UNDER RULE 15c3-1		
Accounts payable and other current liabilities	\$	10,122
Total Aggregate Indebtedness	\$	10,122
Ratio of Aggregate Indebtedness to Net Capital		32 to 1

SUPPLEMENTARY DATA December 31, 2009

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS PURSUANT TO RULE 15c3-3 AND INFORMATION RELATING TO THE POSSESSION OR CONTROL REQUIREMENTS UNDER RULE 15c3-3

The provisions of the aforementioned rule are not applicable to GS Capital Management, LLC as the Company carries no margin accounts, does not hold funds or securities for, or owe money or securities to, customers. GS Capital Management, LLC is therefore exempt under the provisions of Rule 15c3-3(k)(2)(i).

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INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL

To The Members GS Capital Management, LLC

In planning and performing our audit of the financial statements and supplementary data of **GS Capital Management, LLC** (the "Company"), for the year ended December 31, 2009, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), we have made a study of the practices and procedures followed by the Company. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g), in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- 1. Making quarterly securities examinations, counts, verifications, and comparisons.
- 2. Recordation of differences required by Rule 17a-13.
- 3. Complying with the requirements for prompt payment for securities under Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility

are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with accounting principles generally accepted in the United States. Rule 17a-5(g) lists additional objectives of the practices and procedures listed above.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A material weakness is a deficiency, or combination of deficiencies, in internal control, Such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities and Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2009, to meet the SEC's objectives.

This report is intended solely for the use of the Company, management, the SEC, and other regulatory agencies that rely on Rule 17a-5(g) under the Securities and Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Windham Brannon, P.C.

Certified Public Accountants



1355 Peachtree Street NE, Suite 200 Atlanta, GA 30309-3230 404.898.2000 fax 404.898.2010 www.windhambrannon.com

INDEPENDENT ACCOUNTANT'S REPORT ON APPLYING AGREED-UPON PROCEDURES

To The Members of GS Capital Management, LLC

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Transitional Assessment Reconciliation (Form SIPC-7T) to the Securities Investor Protection Corporation (SIPC) for period from April 1, 2009 to December 31, 2009, which were agreed to by GS Capital Management, LLC (the "Company") and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating the Company's compliance with the applicable instructions of the Transitional Assessment Reconciliation (Form SIPC-7T). The Company's management is responsible for the Company's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

- 1. Compared the listed assessment payments in Form SIPC-7T (attached) with respective cash disbursement records noting no differences;
- 2. Compared the total amounts on line 12 Part IIA of the audited Form X-17A-5 for the year ended December 31, 2009 less revenues reported on the FOCUS reports for the period from January 1, 2009 March 31, 2009, as applicable, with the amounts reported in Form SIPC-7T for the period from April 1, 2009 to December 31, 2009 noting no differences;
- 3. Compared any adjustments reported in Form SIPC-7T with supporting schedules and working papers. There were no adjustments reported in Form SIPC-7T; and
- 4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7T and in the related schedules and working papers noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such

an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

Certified Public Accountants

Windlam Branner P.C.

February 18, 2010

(29-REV 12/09)

SECURITIES INVESTOR PROTECTION CORPORATION 805 15th St. N.W. Suite 800, Washington, D.C. 20005-2215 202-371-8300

(29-REV 12/09)

Transitional Assessment Reconciliation

(Read carefully the instructions in your Working Copy before completing this Form)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. Nam purpos	ie of Member, address. Designated Examinir es of the audit requirement of SEC Rule 17a	ng Authority, a-5:	1934 Act registration no. and mon	th in which fiscal year ends for
	- GS Copital Management, os of 15/81/09		Note: If any of the information s requires correction, please e-m form@sipc.org and so indicate of	shown on the mailing label
Į.	05 of 15/51/09		Name and telephone number of respecting this form.	person to contact
L_	_		Ciaia Misaler 404-	253-4429
2. A.	General Assessment [item 2e from page 2 (r	ot less man	\$150 minimum\l	s 19373
	Less payment made with SIPC-6 filed including 2/3/09 Date Paid			1_150.00
C. I	ess prior overpayment applied			()
	Assessment balance due or (overpayment)			12 72
	nterest computed on late payment (see instr	ruotion El to-		49.10
F. T	otal assessment balance and interest due (or onese	days at 20% per annum	1276
G. P	AID WITH THIS FORM: theck enclosed, payable to SIPC total (must be same as F above)	or overpayme	s 43.73	s <u>43.78</u>
H. C	verpayment carried forward		SI A	1
he SIP	C member submitting this form and the y whom it is executed represent thereby	n this form (gi	4.5. 6	
hat all i nd com	mormation contained herein is true correct			ship or other proganization)
ated the	e day of 20		Wanaan i	ignature)
	n and the assessment payment is due 60 iod of not less than 6 years, the latest 2 y	days after th years in an e	Title	the Working Copy of this form
Date Calc Exce	s: Postmarked Received	Double 3		
Calc	ulations	Reviewed		
Exce	ptions:	Documenta	tion	Forward Copy
Disp	osition of exceptions:			

DETERMINATION OF "SIPC NET OPERATING REVENUES" AND GENERAL ASSESSMENT

Amounts for the fiscal period

		and ending DCC 1 2009 Eliminate cents		
Item No. 2a. Total revenue (FOCUS Line 12/Part IIA Line 9. Code 4030)		s 42 (2913/11)=		
2b. Additions:	77, 490			
 Total revenues from the securities business of subsidiaries (exc predecessors not included above. 	epi loreign subsidiaries) and			
(2) Net loss from principal transactions in securities in trading acco	ounts.			
(3) Net loss from principal transactions in commodities in trading a	ccounts.			
(4) Interest and dividend expense deducted in determining item 2a.				
(5) Net loss from management of or participation in the underwritin				
(6) Expenses other than advertising, printing, registration fees and profit from management of or participation in underwriting or di	legal lees deducted in determining net stribution of securities.	-		
(7) Net loss from securities in investment accounts.				
Total additions				
Deductions: (1) Revenues from the distribution of shares of a registered open e investment trust, from the sale of variable annuities, from the badvisory services rendered to registered investment companies accounts, and from transactions in security futures products.	usiness of insurance, from investment			
(2) Revenues from commodity transactions.				
(3) Commissions, floor brokerage and clearance paid to other SIPC securities transactions.				
(4) Reimbursements for postage in connection with proxy solicitation	Of.			
(5) Net gain from securities in investment accounts.				
(6) 100% of commissions and markups earned from transactions in (ii) Treasury bills, bankers acceptances or commercial paper if from issuance date.				
(7) Direct expenses of printing advertising and legal fees incurred related to the securities business (revenue defined by Section	is connection with other revenue 16(9)(L) of the Act).			
(8) Other revenue not related either directly or indirectly to the sec (See Instruction C):	curities business.			
(9) (i) Total interest and dividend expense (FOCUS Line 22/PART Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income.	S			
(ii) 40% of interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960).	\$	· ·		
Enter the greater of line (i) or (ii)				
Total deductions				
2d. SIPC Net Operating Revenues		s <u>77,490</u>		
2e. General Assessment @ .0025		s <u>192.72</u>		
	2	Ho page 1 but not less than \$150 minimum)		